

WESTERN ASSET HIGH INCOME FUND II INC.

Form N-PX

August 06, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM N-PX

**ANNUAL REPORT OF PROXY VOTING RECORD OF
REGISTERED MANAGEMENT INVESTMENT COMPANY**

Investment Company Act file number: 811-8709

Western Asset High Income Fund II Inc.

(Exact name of registrant as specified in charter)

55 WATER STREET, NEW YORK, NEW YORK 10041

(Address of principal executive offices) (Zip code)

Robert I. Frenkel, Esq.

100 First Stamford Place, 7th Floor

Stamford, Connecticut 06902

(Name and address of agent for service)

Registrant's telephone number, including area code: 1-888-777-0102

Date of fiscal year end: April 30

Date of reporting period: July 1, 2009 June 30, 2010

Item 1. Proxy Voting Record

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***** FORM N-Px REPORT *****

ICA File Number: 811-08709
 Reporting Period: 07/01/2009 - 06/30/2010
 Western Asset High Income Fund II Inc.

===== WESTERN ASSET HIGH INCOME FUND II INC. =====

GEORGIA GULF CORPORATION

Ticker: GGC Security ID: 373200302
 Meeting Date: SEP 17, 2009 Meeting Type: Special
 Record Date: AUG 17, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|--|---------|-----------|------------|
| 1 | To consider and vote upon an amendment to our certificate of incorporation to increase the number of authorized shares of common stock from 3 million to 100 million | FOR | FOR | Management |
| 2 | To consider and vote upon the 2009 equity and performance incentive plan providing for the issuance of up to 3,033,000 shares of common stock | FOR | FOR | Management |

 GEORGIA GULF CORPORATION

Ticker: GGC Security ID: 373200302
 Meeting Date: MAY 18, 2010 Meeting Type: Annual
 Record Date: MAR 26, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|---|------------|------------|------------|
| 1 | To elect three directors to serve for a term of three years | FOR | FOR | Management |
| 2 | To approve an amendment to the Company's certificate of incorporation, as amended (the "Certificate") to amend Article XV to remove the requirement of plurality voting for directors | FOR | FOR | Management |
| 3 | To approve an amendment to Article XV of the Certificate to declassify the board of directors | FOR | FOR | Management |
| 4 | To approve an amendment to Article XV of the Certificate to remove the requirement of a four-fifths stockholder vote to repeal or amend such article | FOR | FOR | Management |
| 5 | To ratify the appointment of Deloitte & Touche LLP to serve as Georgia Gulf's independent registered public accounting firm for the year ending December 31, 2010 | FOR | FOR | Management |
| 6 | To transact any other business as may properly come before the meeting | Non-Voting | Non-Voting | Management |

===== END NPX REPORT

SIGNATURES

Pursuant to the requirements of the Investment Company Act of 1940, the registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

WESTERN ASSET HIGH INCOME FUND II INC.

By:

/s/ R. Jay Gerken

R. Jay Gerken

Chairman, President and Chief Executive Officer of Western Asset High Income Fund II Inc.

Date: August 6, 2010